





Form Version 2.0

**General Announcement**

Submitted by S DARBY on 06/10/2005 06:17:00 PM

Reference No SD-051005-38287

Submitting Merchant Bank :  
 (if applicable)  
 Submitting Secretarial Firm Name :  
 (if applicable)  
 \* Company name : Sime Darby Berhad  
 \* Stock name : SIME  
 \* Stock code : 4197  
 \* Contact person : Nancy Yeoh Poh Yew  
 \* Designation : Group Secretary

\* Type : ☒ Announcement ☐ Reply to query

\* Subject :

Sime Darby Berhad

1. Call option agreement between Sime Darby Singapore Limited ("SDSL") and PSB Holdings Pte Ltd ("PSBH")
2. Sale and purchase agreement between SDSL and Modern Asia Environmental Holdings Pte Ltd ("MAEH")

\* Contents :-

1. Introduction

Sime Darby Berhad ("Sime Darby") wishes to announce that its wholly-owned subsidiary, SDSL, has today, entered into the following agreements:

- (i) an option agreement with PSBH ("Option Agreement")
- (ii) a sale and purchase agreement ("SPA") with MAEH.

2. Option Agreement

Pursuant to the Option Agreement, in consideration of the sum of S\$1.00 paid by SDSL to PSBH, PSBH irrevocably grants SDSL an option, at any time from (and including) the date of the Option Agreement until 8 July 2006, to require PSBH to sell to SDSL (or its nominated party) its 10% equity interest in Technochem Private Limited ("Technochem") ("Option Shares") at an option price per Option Share equal to the audited net asset value per share of Technochem ("Option"). SDSL has exercised the Option today and will pay S\$596,300 to PSBH for the Option Shares.

3. SPA

Pursuant to the SPA, SDSL has agreed to sell, and procure the sale of, the entire issued and paid-up share capital of Technochem comprising 3,500,000 ordinary shares of S\$1.00 each (hereinafter referred to as "Sale Shares") to MAEH for a total cash consideration of S\$9,239,000 subject to the adjustments referred to in paragraph 5(c) below ("Disposal").

4. Information on Technochem

Technochem is principally involved in the business of waste management, incineration and sales of solvents and chemicals. Presently the entire issued and paid-up share capital of Technochem is held by SDSL and PSBH in the proportion of 90% and 10% respectively. As such, the transaction with PSBH is considered a related party transaction for Sime Darby for the purpose of the Listing Requirements of Bursa Malaysia Securities Berhad.

By exercising the Option, SDSL will be able to acquire the Technochem shares currently owned by PSBH and sell these shares to MAEH pursuant to the SPA.

Upon completion of the Disposal, Technochem will cease to be a subsidiary of Sime Darby.

5. Salient terms of the SPA

a. Sale of Sale Shares

The Sale Shares will be acquired by MAEH free from all encumbrances and with all rights, dividends, entitlements and advantages as of and including the completion date.

b. Consideration

The consideration for the Disposal was arrived at on a "willing buyer-willing seller" basis.

c. Adjustment of sale consideration

The consideration is subject to adjustments based on, amongst others, Technochem's working capital balance as at 30 September 2005 as compared to its working capital balance as at 30 June 2005, to be paid on the first business day falling 30 days after the completion date.

d. Condition precedent

The completion of the Disposal is conditional upon SDSL delivering to MAEH a

plan prepared for the purpose of treating wastewater collected from an existing customer of Technochem.

e. Completion date

Completion of the Disposal is scheduled to take place on 28 October 2005 or such other date as the parties may agree in writing.

6. Rationale of the Disposal

The Disposal is in line with the Sime Darby Group's strategy to divest companies involved in non-core businesses of the Group.

7. Effects of the Option and the Disposal

The Option and the Disposal are not expected to have any material effect on the earnings and net tangible assets of the Sime Darby Group for the financial year ending 30 June 2006. The Option and the Disposal will not have any effect on the issued and paid-up share capital, and shareholding structure of Sime Darby.

8. Directors' and Substantial Shareholders' interest

None of the Directors or substantial shareholders of Sime Darby or persons connected to them has any interest, direct or indirect, in the Option and the Disposal.

9. Statement by Directors

The Board of Directors, having considered all aspects of the Option and the Disposal, is of the opinion that they are in the best interests of Sime Darby and its shareholders.

This announcement is dated 6 October 2005.

Tables Section - This section is to be used to create and insert tables. Please make the appropriate reference to the table(s) in the Contents of the Announcement:


## Changes in Substantial Shareholder's Interest Pursuant to Form 29B of the Companies Act, 1965

Reference No SD-D51010-8792A

### Particulars of substantial Securities Holder

### Details of changes

* Circumstances by reason of which change has occurred	:	Purchase of shares by the EPF Board
* Nature of interest	:	Direct
Direct (units)	:	350,947,805

Direct (%) : 14.63  
Indirect/deemed interest (units) :  
Indirect/deemed interest (%) :  
\* Total no of securities after : 350,947,805  
change  
\* Date of notice : 20/09/2005 

Remarks :  
The notice of change in substantial shareholding was received from the Employees Provident Fund Board on 26th of September 2005.


## Changes in Substantial Shareholder's Interest Pursuant to Form 29B of the Companies Act, 1965

Reference No SD-051012-3A4DD

### Particulars of substantial Securities Holder

### Details of changes

\* Circumstances by reason of which change has occurred : Sale of shares by the Company

\* Nature of interest : Direct  
 Direct (units) : 682,545,732  
 Direct (%) : 28.44  
 Indirect/deemed interest (units) :  
 Indirect/deemed interest (%) :  
 \* Total no of securities after : 682,545,732  
 change  
 \* Date of notice : 29/09/2005 

Remarks :  
 The notice of change in substantial shareholding was received from Amanah Raya Nominees (Tempatan) Sdn. Bhd. - Skim Amanah Saham Bumiputera on 6th October 2005.





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## Changes in Substantial Shareholder's Interest Pursuant to Form 29B of the Companies Act, 1965

Ownership transfer to S DARBY on 12/10/2005 05:30:39 PM

Submitted by S DARBY on 12/10/2005 05:34:50 PM

Reference No SD-051012-3A4DB

Submitting Merchant Bank	:	
(if applicable)		
Submitting Secretarial Firm Name	:	
(if applicable)		
* Company name	:	Sime Darby Berhad
* Stock name	:	SIME
* Stock code	:	4197
* Contact person	:	Nancy Yeoh Poh Yew
* Designation	:	Group Secretary

### Particulars of substantial Securities Holder

* Name	:	Permodalan Nasional Berhad
* Address	:	Tingkat 4, Balai PNB 201-A, Jalan Tun Razak 50400 Kuala Lumpur
* NRIC/passport no/company no.	:	38218-X
* Nationality/country of incorporation	:	Malaysia
* Descriptions(class & nominal value)	:	Ordinary shares of RM0.50 each
* Name & address of registered holder	:	Permodalan Nasional Berhad Tingkat 4, Balai PNB 201-A, Jalan Tun Razak 50400 Kuala Lumpur

### Details of changes

[illegible]

* Circumstances by reason of which change has occurred	:	Purchase of shares by the company
* Nature of interest	:	Direct

Direct (units)	:	296,961,400
Direct (%)	:	12.37
Indirect/deemed interest (units)	:	
Indirect/deemed interest (%)	:	
* Total no of securities after change	:	296,961,400
* Date of notice	:	04/10/2005 <sup>16</sup>
Remarks	:	

The notices of change in substantial shareholding were received from Permodalan Nasional Berhad on 5th and 7th October 2005.

## Changes in Substantial Shareholder's Interest Pursuant to Form 29B of the Companies Act, 1965

Reference No HD-051012-29650

(if applicable)

(If applicable)

\* Stock name

\* Contact person

### Designation

\* Name

\* Address

Tingkat 4, Balai PNB  
201-A, Jalan Tun Razak  
50400 Kuala Lumpur

\* NRIC/passport no/company no. : 37113-P

\* Nationality/country of incorporation : Malaysia

\* Descriptions(class & nominal value) : Ordinary shares of RM0.50 each

\* Name & address of registered holder

Permodalan Nasional Berhad  
Tingkat 4, Balai PNB  
201-A, Jalan Tun Razak  
50400 Kuala Lumpur

[illegible]

* Circumstances by reason of which change has occurred	:	Purchase of shares by Permodalan Nasional Berhad. Yayasan Pelaburan Bumiputra is deemed to have indirect interest in
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Sime Darby Berhad through its shareholding of 100% less one share in Permodalan Nasional Berhad which in turn is a substantial shareholder of Sime Darby Berhad.

* Nature of interest	:	Deemed interest
Direct (units)	:	
Direct (%)	:	
Indirect/deemed interest (units)	:	296,961,400
Indirect/deemed interest (%)	:	12.37
* Total no of securities after change	:	296,961,400
* Date of notice	:	04/10/2005 <span style="border: 1px solid black; padding: 0 2px;">15</span>

Remarks :

The notices of change in substantial shareholding were received from Yayasan Pelaburan Bumiputra on 5th and 7th October 2005.



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**General Announcement**

Submitted by S DARBY on 13/10/2005 05:14:13 PM

Reference No SD-051013-52791

- Submitting Merchant Bank :  
(if applicable)
- Submitting Secretarial Firm Name :  
(if applicable)
- \* Company name : Sime Darby Berhad
- \* Stock name : SIME
- \* Stock code : 4197
- \* Contact person : Nancy Yeoh Poh Yew
- \* Designation : Group Secretary
- \* Type : ☒ Announcement ☐ Reply to query
- \* Subject :  
Acquisition of the entire issued and paid-up share capital of PPT Investments Pty Limited
- \* Contents :-

Further to our announcement dated 12 September 2005, Sime Darby Berhad wishes to announce that the Australian Foreign Investment Review Board has, vide its letter dated 12 October 2005, advised that it has no objection to the proposed acquisition of the entire issued and paid-up share capital of the following companies, which hold the entire issued and paid-up share capital of PPT Investments Pty Limited:

- (i) Peter Dunn Investments Pty Limited
- (ii) Trevor Reading Investments Pty Limited
- (iii) Peter Robinson Investments Pty Limited

This announcement is dated 13 October 2005.

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